

MEMORANDUM OF SURFACE USE AGREEMENT

WHEREAS on the 3rd day of October, 2014, David Lee Bernhardt Consolidated Trust, Timothy Alan Bernhardt Consolidated Trust, and Bernhardt Farms, LLC, whose address is 23809 WCR 25, Milliken, CO 80543-9504, hereinafter referred to as "Owner" entered into a Surface Use Agreement (hereinafter the "Agreement") with PDC Energy, Inc., whose address is 1775 Sherman Street, Suite 3000, Denver, Colorado 80203, hereinafter referred to as "Company," covering and affecting property with the legal description identified as the following ("Property"):

Township 4 North, Range 66 West, 6<sup>th</sup> P.M.  
Section 6: SW/4  
Weld County, Colorado

WHEREAS said Agreement provides for, among other things, the right to enter upon and use the Owners' Property for the purpose of drilling, completing and producing well site location[s], and to perform other services as Company and other functions described in the Agreement, and it also sets forth terms and conditions for compensation of extraordinary losses or physical damage resulting thereto. The Agreement, with all of its terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes.

NOW THEREFORE this Memorandum is placed of record for the purpose of giving notice of the Surface Use Agreement. Any person having the lawful right or legitimate interest therein may examine a copy of the Surface Use Agreement in PDC Energy, Inc.'s office during normal business hours.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 3rd day of October, 2014.

Owner:  
David Lee Bernhardt Consolidated Trust

David Lee Bernhardt, Trustee  
By: David Lee Bernhardt, Trustee

Owner:  
Timothy Alan Bernhardt Consolidated Trust

Timothy Alan Bernhardt, Trustee  
By: Timothy Alan Bernhardt, Trustee

Owner:  
Bernhardt Farms, LLC

Timothy Bernhardt, Managing Member  
By: Timothy Bernhardt, Managing Member

Company:  
PDC Energy, Inc.

By: \_\_\_\_\_  
Edward R. Koeniger III  
Land Manager-Western U.S.